

Exhibit A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

Objection Deadline:
Hearing Date:
Hearing Time:

VERIFICATION


Seth D. Jaffe, deposes and says:

1. I am a Partner in the law firm of Foley Hoag LLP ("Foley Hoag").
2. I am personally aware of Foley Hoag's retention as special environmental counsel

to the Debtors and performed the work described in the attached Twenty-sixth Quarterly Fee Application filed for the three (3) month period ending December 31, 2011 ("Application").

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed De. Bankr. L. R. 2016-2 and the Amended Administrative Order under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professional and Official Committee Members signed April 14, 2002 and submit that the Application substantially complies with such Rule and Order.

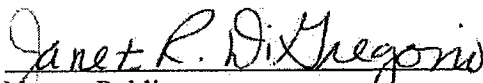

Seth D. Jaffe

SWORN TO AND SUBSCRIBED before me this 14th day of February, 2012.

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

On this 14th day of February, 2012, before me, the undersigned Notary Public, personally appeared the above-named Seth D. Jaffe, proved to me by satisfactory evidence of identification, being (check whichever applies): ☐ driver's license or other state or federal governmental document bearing a photographic image, ☐ oath or affirmation of a credible witness known to me who knows the above signatory, or ☐ my own personal knowledge of the identity of the signatory, to be the person whose name is signed above, and acknowledged the foregoing to be signed by him/her voluntarily for its stated purpose.


Notary Public
Printed Name: Janet R. DiGregorio
My commission expires: 5/20/16

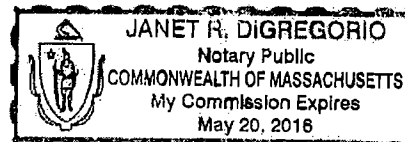


Exhibit B

Matter 102 - Blackburn and Union Privileges Superfund Site, Walpole, Mass

During this Twenty-sixth Application Period, the Firm assisted the Debtor in matters related to the federal Superfund site known as the Blackburn and Union Privileges Superfund Site, in Walpole, Massachusetts. The site has been in industrial use for several hundred years. From approximately 1915 to 1935, it was operated by Multibestos Company, which manufactured products containing asbestos. The stock of Multibestos was purchased by Dewey & Almy in or about 1930. The Debtor purchased the stock of Dewey & Almy in 1954.

The Debtor and other potentially responsible parties have been working with EPA and MassDEP since 1988. In 1992 and 1993, the Debtor performed a cleanup at the Site with respect to asbestos, though other contamination remained. The Site was added to the federal National Priorities List in 1994. the Debtor received a Notice of Potential Liability from EPA in 1998 and a "Special Notice of Responsibility" in 1999. Also in 1999, the Debtor entered into an administrative order with EPA and the Kendall Company, another potentially responsible party. In the order, the Debtor and Kendall each agreed to pay 50% of the costs for performance of the Remedial Investigation / Feasibility Study ("RI/FS") for the Site. After the Debtor filed for reorganization, the Kendall Company continued the RI/FS work without financial participation from the Debtor.

In 2006, EPA announced that it was revisiting the potential risks posed by the presence of asbestos at the Site, including areas with concentrations of asbestos greater than 0.25%, even though the original cleanup was based on a concentration of 1%. EPA has recently indicated that there may be several additional areas of the Site that require remediation for asbestos.

On September 30, 2008, EPA issued the Record of Decision (ROD) for the Site, which identifies the elements of the cleanup plan EPA has selected. The remedy contains several different components, the estimated cost of which in the ROD is approximately \$13,000,000, and also identifies certain other issues which may require yet additional work. After issuing the ROD, EPA then issued what is known as "special notice" letters pursuant to section 122 of CERCLA, triggering a period of negotiations with EPA concerning implementation of the remedy selected in the ROD. In December 2008, Debtor and Kendall reached a further agreement, ratified by this Court, pursuant to which Debtor and Kendall each agreed to pay 50% of costs incurred in implementing the remedy selected by EPA in the ROD.

The Debtor, Kendall, and the Shaffers, who are the owners of the Site, reached agreement with EPA on settlement to pay certain of EPA's past costs and to implement the remedy selected in the ROD. The consent decree was lodged with the Court on July 28, 2010 and entered by the Court on December 21, 2010.

Separately, the Debtor, Kendall, and the Shaffers negotiated a settlement of claims by the United States and the Commonwealth of Massachusetts alleging damage to natural resources associated with the Site. That settlement was implemented through a consent decree which was entered by the District Court for the District of Massachusetts on December 12, 2011.

During this period, we assisted the Debtor with respect to implementation of the terms of the consent decree for the cleanup of the Site, including access to properties necessary to do that work. We also assisted the Debtor concerning finalization of the natural resource damages

consent decree. Finally, we assisted the Debtor in negotiations with EPA concerning payment of oversight costs allegedly incurred by EPA.

This work is complex and requires an in-depth knowledge of the Superfund law. The Firm's efforts on these matters have benefited and will benefit the Debtor's bankruptcy estate, because the legal analysis provided is critical to cost-effective implementation of the consent decree and resolving the natural resource damage claims.

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$650.00	13.6	\$ 8,840.00
TOTAL				13.6	\$8,840.00

Matter 103 – Wells G&H Superfund Site

During this Twenty-sixth Application Period, the Firm assisted the Debtor in matters related to response actions that may be required by EPA in connection with the Wells G&H Superfund Site, in Woburn, Massachusetts. The Debtor owns certain property located at Washington Street in Woburn, Massachusetts. The property is part of the Wells G&H Superfund Site and the Debtor previously entered into a consent decree with EPA pursuant to which the Debtor is performing certain response actions. By letter dated May 14, 2009, EPA provided comments to the Debtor concerning certain reports submitted to EPA by the Debtor. That letter asked the Debtor to coordinate further investigation with the Operable Unit 2 Central Area Aquifer RI/FS being performed with respect to the Site and further requested certain additional investigation with respect to the Debtor property.

During this period, the Firm advised the Debtor concerning how to respond to EPA. Specifically, the Firm assisted the Debtor in preparing a response to EPA concerning a request by EPA for additional information concerning what is known as the Central Area of the Site. Such work included meetings and negotiations with other entities potentially responsible for the cost of implementing response actions in the Central Area, including negotiations regarding potential allocation of costs among those entities. The firm also assisted the Debtor in negotiating with EPA concerning additional potential response actions at the Grace property with respect to potential soil contamination remaining on the Grace property.

This work is complex and requires an in-depth knowledge of the history of the Debtor's response actions in connection with the Site, the terms of the existing Consent Decree, negotiations with UniFirst Corporation, and the relevant provisions of federal and state Superfund laws. The Firm's efforts on these matters have benefited and will benefit the Debtor's bankruptcy estate, because the legal analysis provided is critical to cost-effective compliance with the Debtor's obligations under the federal Superfund law and the Consent Decree.

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$650.00	15.1	\$ 9,815.00
TOTAL				15.1	\$9,815.00

Matter 105 – FDA Matters

During this Twenty-sixth Application Period, the Firm provided analysis and advice to Debtor regarding several issues relating to compliance with U.S. Food and Drug Administration (FDA) laws and regulations. Specifically, the Firm advised the Debtor regarding premarket requirements for FDA-regulated products under development pursuant to the Federal Food, Drug, and Cosmetic Act (FDCA) and implementing regulations, and also counseled the Debtor with respect to postmarket FDCA compliance for FDA-regulated products currently on the U.S. market.

The Firm's efforts on these matters have benefited and will benefit the Debtor's bankruptcy estate because the legal analysis and advice will (i) assist the Debtor in bringing FDA-regulated products to market in a timely, efficient, and compliant manner and (ii) help the Debtor maintain compliance with FDA laws and regulations and avoid FDA enforcement action for products already on the U.S. market.

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
James Flaherty	Associate	Administrative	\$505.00	6.0	\$ 3,030.00
TOTAL				6.0	\$3,030.00

Matter 106 – Walpole Consent Decree Compliance Property Matters

During this Twenty-sixth Application Period, the Firm provided analysis and advice to Debtor regarding real property issues which must be addressed in connection with the cleanup of the Blackburn and Union Privileges Superfund Site, located in Walpole, Massachusetts. As noted with respect to Matter 102, the Debtor, together with the Shaffers and Kendall Company, are implementing a consent decree for the remediation of the Site. The Site includes portions of the Neponset River and various response actions are necessary in and near the Neponset River, including on properties owned by various different persons.

Access from such persons is necessary to implement necessary response actions. Many of these properties are very hold and have complicated record title information. The consent decree work cannot proceed without a clear understanding of the relevant title issues. Thus,

during the relevant period, the Firm has assisted the Debtor by having title searches performed for relevant properties and providing the Debtor with analysis of the results of those title searches.

This work is complex and requires an in-depth knowledge of the relevant real estate law. The Firm's efforts on these matters have benefited and will benefit the Debtor's bankruptcy estate, because the legal analysis provided is critical to obtaining access to properties necessary to comply with the consent decree, and implementing the cleanup on a cost-effective manner.

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$650.00	1.4	\$ 910.00
Jacob N. Polatin	Partner	Real Estate	\$635.00	6.8	\$ 4,318.00
Jonathan E. Book	Counsel	Real Estate	\$550.00	3.1	\$ 1,705.00
Lisa A. Popadic	Paralegal	Environmental	\$250.00	0.4	\$ 100.00
TOTAL				6.0	\$7,033.00

Exhibit C

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

Objection Deadline:
Hearing Date: TBD only if necessary

**FEE DETAIL FOR FOLEY HOAG LLP'S MONTHLY FEE APPLICATION FOR THE
PERIOD OF OCTOBER 1, 2011 THROUGH OCTOBER 31, 2011**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Matter 102 - Blackburn and Union Privileges Superfund Site, Walpole, Mass**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$650.00	2.1	\$ 1,365.00
TOTAL				2.1	\$ 1,365.00



Seth D. Jaffe
617-832-1203
Boston

W.R. Grace & Co.

November 28, 2011
Invoice No.: 489663
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

For Professional Services rendered through October 31, 2011

Fees	\$1,365.00
Total Fees and Disbursements	<u>\$1,365.00</u>

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Invoice No.: 489663

November 28, 2011

Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
10/07/11	Jaffe	P230	Emails with team regarding access issues (.5).	0.5
10/25/11	Jaffe	P230	Attention to access issues, including reviewing draft agreements and emails with Mr. Bucens regarding same (.6).	0.6
10/26/11	Jaffe	P230	Emails with team regarding access issues (.4).	0.4
10/27/11	Jaffe	P230	Attention to consent decree compliance, including telephone call and email from EPA and emails with team regarding same (.6).	0.6
Total Hours				2.1

To ensure proper credit to your account,
please include remittance page with your payment.

Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Invoice No.: 489663

November 28, 2011

Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
Seth D. Jaffe	2.1	at	650.00	=	1,365.00

Total Fees					\$1,365.00
-------------------	--	--	--	--	-------------------

Total Fees					\$1,365.00
Total Fees and Disbursements					<u>\$1,365.00</u>

To ensure proper credit to your account,
please include remittance page with your payment.



Seth D. Jaffe
617-832-1203
Boston

REMITTANCE PAGE

To ensure proper payment to your account, please include this page with your payment.

W.R. Grace & Co.

November 28, 2011
Invoice No.: 489663
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Total Fees and Disbursements

\$1,365.00

Remittance Address:
Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions:

Citizens Bank
1 Citizens Drive
Providence, RI 02915

ABA: 011500120

Swift #: CTZIUS33

Account # 1133945993

Beneficiary: Foley Hoag LLP – Wire Receipt
Account

**Reference
Information:**

Client/Matter #: 08743.00102, Invoice #: 489663
Billing Attorney: Seth D. Jaffe
Wire Originator: W.R. Grace & Company

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Matter 103 – Wells G&H Superfund Site**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$650.00	6.8	\$ 4,420.00
TOTAL				6.8	\$ 4,420.00

Expenses

Description	Total
Photocopying	\$ 23.10
Taxi Fare	\$ 20.00
TOTAL	\$ 43.10



Seth D. Jaffe
617-832-1203
Boston

W.R. Grace & Co.

November 28, 2011
Invoice No.: 489664
Matter No.: 08743.00103

Re: Wells G&H Superfund Site

For Professional Services rendered through October 31, 2011

Fees	\$4,420.00
Disbursements	<u>43.10</u>
Total Fees and Disbursements	<u>\$4,463.10</u>

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Matter No.: 08743.00103
 Re: Wells G&H Superfund Site

Invoice No.: 489664
 November 28, 2011
 Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
10/03/11	Jaffe	P230	Attention to Central Area issue, including emails with team and reviewing letter to EPA (.5); attention to Grace property soil management, including reviewing submittal to EPA, emails with team, and meeting minutes (1.2).	1.7
10/05/11	Jaffe	P230	Attention to Grace property issues, including follow-up on meeting with EPA (.6); attention to Central area issues, including emails with team and review of coordinator and sampling issues (.6).	1.2
10/06/11	Jaffe	P230	Reviewing Mr. Smith email to EPA and final correspondence to EPA (.5).	0.5
10/13/11	Jaffe	P230	Reviewing, revising, revised draft soil management plan and emails with team regarding same (.8); emails with team about vapor intrusion issues (.4).	1.2
10/18/11	Jaffe	P230	Attention to soil management plan issues, including reviewing letter to EPA and emails with team (.8).	0.8
10/20/11	Jaffe	P230	Attention to Central Area, including review of Guswa proposal and emails with team regarding same (.9).	0.9
10/21/11	Jaffe	P230	Emails with team regarding communications with EPA (.5).	0.5
Total Hours				6.8

To ensure proper credit to your account,
 please include remittance page with your payment.

Matter No.: 08743.00103
 Re: Wells G&H Superfund Site

Invoice No.: 489664
 November 28, 2011
 Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
Seth D. Jaffe	6.8	at	650.00	=	4,420.00
Total Fees					\$4,420.00

Disbursement Summary

<u>Date</u>		<u>Amount</u>
10/24/11	In-House Photocopying	1.60
10/24/11	In-House Photocopying	21.50
10/28/11	Taxi Fare - FOLEY HOAG LLP Cab fare to and from P.O. Square for meeting at EPA	20.00

Total Disbursements **\$43.10**

Total Fees	\$4,420.00
Total Disbursements	43.10
Total Fees and Disbursements	<u>\$4,463.10</u>

To ensure proper credit to your account,
 please include remittance page with your payment.



Seth D. Jaffe
617-832-1203
Boston

REMITTANCE PAGE

To ensure proper payment to your account, please include this page with your payment.

W.R. Grace & Co.

November 28, 2011
Invoice No.: 489664
Matter No.: 08743.00103

Re: Wells G&H Superfund Site

Total Fees and Disbursements

\$4,463.10

Remittance Address:
Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions:

Citizens Bank
1 Citizens Drive
Providence, RI 02915

ABA: 011500120

Swift #: CTZIUS33

Account # 1133945993

Beneficiary: Foley Hoag LLP – Wire Receipt
Account

Reference
Information:

Client/Matter #: 08743.00103, Invoice #: 489664
Billing Attorney: Seth D. Jaffe
Wire Originator: W.R. Grace & Company

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Matter 105 – FDA Matters**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
James Flaherty	Associate	Administrative	\$505.00	4.8	\$ 2,424.00
TOTAL				4.8	\$ 2,424.00

Expenses

Description	Total
Telephone	\$ 15.99
TOTAL	\$ 15.99



Seth D. Jaffe
617-832-1203
Boston

W.R. Grace & Co.

November 28, 2011
Invoice No.: 489665
Matter No.: 08743.00105

Re: FDA Matters

For Professional Services rendered through October 31, 2011

Fees	\$2,424.00
------	------------

Disbursements	<u>15.99</u>
---------------	--------------

Total Fees and Disbursements	<u>\$2,439.99</u>
-------------------------------------	--------------------------

Matter No.: 08743.00105
Re: FDA Matters

Invoice No.: 489665
November 28, 2011
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
10/03/11	Flaherty	C300	Confer with L. Duff's office regarding scheduling telephone conference to discuss FDA issues relating to silica as excipient and vehicle to facilitate drug delivery (0.1).	0.1
10/05/11	Flaherty	C300	Research and analyze FDA issues relating to use of silica as excipient and as vehicle to facilitate drug delivery (0.7).	0.7
10/06/11	Flaherty	C300	Research and analyze FDA issues relating to use of silica as excipient and as vehicle to facilitate drug delivery (0.3); telephone conference with L. Duff, C. Libanati, and T. Jones regarding same (0.6); follow-up e-mail to L. Duff, C. Libanati, and T. Jones (0.1).	1.0
10/19/11	Flaherty	C300	Telephone conference with L. Duff and colleague regarding food packaging regulations (0.1).	0.1
10/21/11	Flaherty	C300	E-mail correspondence with L. Duff and colleagues regarding FDA issues pertaining to Sodasorb and new project (0.1); review background information regarding same (0.1).	0.2
10/25/11	Flaherty	C300	Prepare for telephone conference with L. Duff and M. Buono regarding FDA issues relating to Peptidemia project, including review and analysis of relevant background materials and laws/regulations/guidances (0.6); telephone conference with L. Duff and M. Buono regarding same (0.8); follow-up regarding same (0.1); prepare for telephone conference with L. Duff, S. Wood, and W. McCarthy regarding Sodasorb FDA and international regulatory issues, including review and analysis of relevant background materials and laws/regulations/guidances (0.3); telephone conference with L. Duff, S. Wood, and W. McCarthy regarding same (0.7); follow-up regarding same (0.1).	2.6
10/26/11	Flaherty	C300	Review notes of call regarding FDA issues relating to Peptidemia project (0.1).	0.1
Total Hours				4.8

To ensure proper credit to your account,
please include remittance page with your payment.

Matter No.: 08743.00105
 Re: FDA Matters

Invoice No.: 489665
 November 28, 2011
 Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
James Flaherty	4.8	at	505.00	=	2,424.00
Total Fees					\$2,424.00

Disbursement Summary

<u>Date</u>		<u>Amount</u>
10/06/11	Telephone 14435358439 - Columbia - MD (USA)	4.42
10/25/11	Telephone 14435358439 - Columbia - MD (USA)	6.50
10/25/11	Telephone 14435358439 - Columbia - MD (USA)	5.07
Total Disbursements		\$15.99

Total Fees	\$2,424.00
Total Disbursements	<u>15.99</u>
Total Fees and Disbursements	<u>\$2,439.99</u>

To ensure proper credit to your account,
 please include remittance page with your payment.



Seth D. Jaffe
617-832-1203
Boston

REMITTANCE PAGE

To ensure proper payment to your account, please include this page with your payment.

W.R. Grace & Co.

November 28, 2011
Invoice No.: 489665
Matter No.: 08743.00105

Re: FDA Matters

Total Fees and Disbursements

\$2,439.99

Remittance Address:
Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions:
Citizens Bank
1 Citizens Drive
Providence, RI 02915

ABA: 011500120
Swift #: CTZIUS33
Account # 1133945993
Beneficiary: Foley Hoag LLP – Wire Receipt
Account

**Reference
Information:**

Client/Matter #: 08743.00105, Invoice #: 489665
Billing Attorney: Seth D. Jaffe
Wire Originator: W.R. Grace & Company

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Matter 106 - Walpole Consent Decree Compliance Property Matters**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$650.00	1.4	\$ 910.00
Jacob N. Polatin	Partner	Real Estate	\$635.00	2.4	\$ 1,524.00
Jonathan E. Book	Counsel	Real Estate	\$550.00	2.6	\$ 1,430.00
Lisa A. Popadic	Paralegal	Environmental	\$250.00	0.4	\$ 100.00
TOTAL				6.8	\$ 3,964.00



Seth D. Jaffe
617-832-1203
Boston

W.R. Grace & Co.

November 28, 2011
Invoice No.: 489666
Matter No.: 08743.00106

Re: Walpole Consent Decree Compliance Property Matters

For Professional Services rendered through October 31, 2011

Fees	\$3,964.00
Total Fees and Disbursements	<u>\$3,964.00</u>

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Matter No.: 08743.00106
 Re: Walpole Consent Decree Compliance Property Matters

Invoice No.: 489666
 November 28, 2011
 Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
10/04/11	Jaffe	P230	Emails with team regarding ownership issues (0.4).	0.4
10/05/11	Jaffe	P230	Emails with team regarding property ownership issues (0.3).	0.3
10/05/11	Polatin	P230	Review email from E. Hultstrom (0.2); online title search at Norfolk Registry of Deeds (0.9); online search at Walpole Assessor's office (1.1); email to S. Jaffe regarding same (0.2).	2.4
10/19/11	Jaffe	P230	Attention to access issues, including emails with team and office conference with Mr. Book regarding foreclosure issues (0.7).	0.7
10/19/11	Book	P230	Confer with S. Jaffe and call to E. Hultstrom regarding title to Walpole property (0.3).	0.3
10/21/11	Book	P230	Telephone call with E. Hultstrom (Woodard & Curran) regarding Walpole property and e-mail to M. Loria regarding title search (0.6).	0.6
10/28/11	Book	C300	Review title reports to 1081 - 1083 Main Street, Walpole (1.0); e-mail to and telephone call with E. Hultstrom (0.2); confer with L. Popadic regarding bankruptcy docket and title to Unit 1081 (0.3); follow-up e-mail to E. Hultstrom (0.2).	1.7
10/28/11	Popadic	B110	Conference with J. Book regarding bankruptcy filing for Nelson Rodriguez (0.3); perform PACER searches for bankruptcy case involving Nelson Rodriguez and forward relevant pleadings to J. Book (0.1).	0.4
Total Hours				6.8

Matter No.: 08743.00106

Re: Walpole Consent Decree Compliance Property Matters

Invoice No.: 489666

November 28, 2011

Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
Jacob N. Polatin	2.4	at	635.00	=	1,524.00
Jonathan E. Book	2.6	at	550.00	=	1,430.00
Lisa A. Popadic	0.4	at	250.00	=	100.00
Seth D. Jaffe	1.4	at	650.00	=	910.00
Total Fees					\$3,964.00

Total Fees	\$3,964.00
Total Fees and Disbursements	<u>\$3,964.00</u>

To ensure proper credit to your account,
please include remittance page with your payment.



Seth D. Jaffe
617-832-1203
Boston

REMITTANCE PAGE

To ensure proper payment to your account, please include this page with your payment.

W.R. Grace & Co.

November 28, 2011
Invoice No.: 489666
Matter No.: 08743.00106

Re: Walpole Consent Decree Compliance Property Matters

Total Fees and Disbursements

\$3,964.00

Remittance Address:
Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions:
Citizens Bank
1 Citizens Drive
Providence, RI 02915

ABA: 011500120
Swift #: CTZIUS33
Account # 1133945993
Beneficiary: Foley Hoag LLP – Wire Receipt
Account

Reference
Information:

Client/Matter #: 08743.00106, Invoice #: 489666
Billing Attorney: Seth D. Jaffe
Wire Originator: W.R. Grace & Company

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Exhibit D

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

Objection Deadline:
Hearing Date: TBD only if necessary

**FEE DETAIL FOR FOLEY HOAG LLP'S MONTHLY FEE APPLICATION FOR THE
PERIOD OF NOVEMBER 1, 2011 THROUGH NOVEMBER 30, 2011**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Matter 102 - Blackburn and Union Privileges Superfund Site, Walpole, Mass**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$650.00	5.6	\$ 3,640.00
TOTAL				5.6	\$ 3,640.00



Seth D. Jaffe
617-832-1203
Boston

W.R. Grace & Co.

December 29, 2011
Invoice No.: 491297
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

For Professional Services rendered through November 30, 2011

Fees	\$3,640.00
Total Fees and Disbursements	<u>\$3,640.00</u>

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Invoice No.: 491297

December 29, 2011

Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
11/01/11	Jaffe	P230	Attention to access issues, including team telephone conference and emails, and preparing for same (1.2).	1.2
11/09/11	Jaffe	P230	Attention to access issues, including emails with team and revising draft agreement (0.4).	0.4
11/18/11	Jaffe	P230	Emails with Mr. Bucens regarding access (0.2).	0.2
11/21/11	Jaffe	P230	Attention to access issue, including reviewing MBTA license agreement and emails with team regarding same (1.3).	1.3
11/22/11	Jaffe	P230	Emails with team regarding access (0.3).	0.3
11/29/11	Jaffe	P230	Attention to access issues, including team telephone conference, emails with team, and review of documents from Woodard & Curran concerning access status (1.5).	1.5
11/30/11	Jaffe	P230	Attention to access issues, including emails with team regarding communications with EPA and recalcitrant owners and review of EPA assistance (0.7).	0.7
Total Hours				5.6

To ensure proper credit to your account,
please include remittance page with your payment.